

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

MARLENE HOPKINS, Individually, as)
Wrongful Death Heir, and as Successor-)
in-Interest to NORMAN HOPKINS, JR.,)
Deceased; and MICHELLE HOPKINS,)
and MICHAEL HOPKINS, as Legal Heirs)
of NORMAN HOPKINS, Deceased, and)
THE FLINTKOTE COMPANY, THE)
OFFICIAL COMMITTEE OF)
CLAIMANTS, and JAMES J.) Civil Action No. 1:06-CV-00298-JJF
MCMONAGLE as the LEGAL)
REPRESENTATIVE FOR FUTURE)
ASBESTOS PERSONAL INJURY)
CLAIMANTS)
Plaintiffs,)
vs.)
PLANT INSULATION COMPANY;)
UNIROYAL HOLDING, INC.;)
IMPERIAL TOBACCO CANADA)
LIMITED; SULLIVAN & CROMWELL)
LLP; and DOES 1 through 100,)
Defendants)
)

**DECLARATION OF ALAN R. BRAYTON IN SUPPORT OF DEBTOR'S OPPOSITION
TO EMERGENCY PETITION OF IMPERIAL TOBACCO CANADA LIMITED FOR
AN ORDER OF TRANSFER PURSUANT TO 28 U.S.C. § 157(B)(5)**

I, Alan R. Brayton, declare and state as follows:

1. I am over eighteen years of age and have personal knowledge of the facts set forth herein, and if called as a witness, I would and could testify competently with respect thereto from my own personal knowledge, except as otherwise stated.
2. I am a senior partner in the law firm of Brayton Purcell, LLP ("BPLLP"), and am duly authorized to practice law before the Courts of the State Of California and before the United States District Court for the Northern District of California. For many years, I have specialized in the representation of persons with asbestos-related disease. I am fully familiar with the policies and procedures of the Superior Court of San Francisco with respect to the handling and trial of asbestos cases.

3. BPLLP has extensive experience trying asbestos injury and death cases in the San Francisco County Superior Court. Based upon our experience, a typical wrongful death action would be set for trial within twelve to eighteen months after the filing of complaint.

4. In this case, BPLLP represents plaintiffs Marlene Hopkins, Michelle Hopkins and Michael Hopkins (collectively the "Hopkins Family"). The Hopkins Family asserts wrongful death claims against Plant Insulation Company, Uniroyal Holding, Inc., and Imperial Tobacco Canada Limited (as the alter ego of Flintkote), arising from the death of Norman Hopkins, Jr., who died of mesothelioma on September 27, 2005.

5. Mr. Hopkins was diagnosed with incurable malignant mesothelioma in February, 2002. He commenced a personal injury action against Flintkote on May 31, 2002, in the San Francisco Superior Court. Mr. Hopkins contended in his action against Flintkote that his claims and damages arose from his work in the construction industry from the 1950s through the 1980s, during which time he worked with Flintkote's 9x9 and 12x12 floor tiles, Flintkote's mastics and adhesives, and Flintkote's roofing felts and roofing shingles, some or all of which were at one time asbestos-containing products.

6. In his personal injury action, Mr. Hopkins extended an offer for judgment under California Code of Civil Procedure section 998 (which is similar to Federal Rule of Civil Procedure 68) on May 28, 2003. This offer was accepted by Flintkote on June 24, 2003, judgment was entered on June 25, 2003, and paid by Flintkote. However, neither the underlying litigation nor the judgment included any claims by Mr. Hopkins' heirs relating to his wrongful death.

7. By an agreement submitted for approval to the Bankruptcy Court, the Hopkins Family has joined with Flintkote to assert alter ego claims against Imperial Tobacco. Flintkote will be asserting any alter ego rights held by its estate and the Hopkins Family will be asserting any alter ego rights that they could have asserted absent the filing of Flintkote's chapter 11 case.

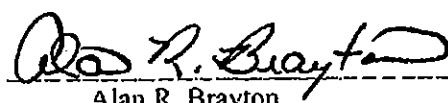
8. The Hopkins Family intends to seek a jury trial in the State Court Action.

9 The San Francisco Superior Court is the same court in which Mr. Hopkins' personal injury claims were adjudicated. The judges of the San Francisco Superior Court have experience in asbestos-related matters and other state law issues of the type raised by the State Court Action. Other defendants, Plant and Uniroyal, are subject to suit in the San Francisco Superior Court. The Hopkins Family resides in California. BPLLP is located in Northern California. I have extensive experience in the San Francisco Superior Court. It would be a substantial hardship on the Hopkins Family to investigate and try this case outside of San Francisco. Many of the events underlying the alter ego claim occurred in San Francisco.

11. Plant had been an insulation contractor in the State of California for many years and, as a result, is often served in asbestos litigation. In this case, the Hopkins Family sued Plant because they contend that Mr. Hopkins was exposed to asbestos that was installed, disturbed or distributed by Plant during his work as a carpenter at a State University Campus, in Fresno, California. BPLLP has considerable experience suing and settling with Plant. I believe we file more asbestos injury and death cases than any other plaintiff law firm in the San Francisco County Superior Court. Plant customarily settles claims such as those asserted by the Hopkins Family.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 8th day of May 2006, at Novato, Ca


Alan R. Brayton

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

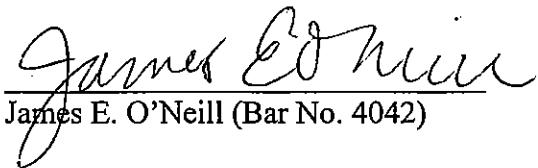
MARLENE HOPKINS, Individually, as)
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Interest to NORMAN HOPKINS, JR.,)
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MICHAEL HOPKINS, as Legal Heirs of)
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FLINTKOTE COMPANY, THE OFFICIAL)
COMMITTEE OF CLAIMANTS, and)
JAMES J. MCMONAGLE as the LEGAL)
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PLANT INSULATION COMPANY;)
UNIROYAL HOLDING, INC.; IMPERIAL)
TOBACCO CANADA LIMITED;)
SULLIVAN & CROMWELL LLP; and)
DOES 1 through 100,)
Defendants.)

CERTIFICATE OF SERVICE

I, James E. O'Neill, hereby certify that on the 19th day of May 2006, I caused a copy of the following document(s) to be served in the manner indicated on the individuals on the attached service list(s):

1. **Debtor's Opposition to Emergency Petition of Imperial Tobacco Canada Limited for an Order of Transfer Pursuant to 28 U.S.C. § 157(B)(5)**
2. **Declaration of David J. Gordon in Support of Debtor's Opposition to Emergency Petition of Imperial Tobacco Canada Limited for an Order of Transfer Pursuant to 28 U.S.C. § 157(B)(5)**
3. **Declaration of Alan R. Brayton in Support of Debtor's Opposition to Emergency Petition of Imperial Tobacco Canada Limited for an Order of Transfer Pursuant to 28 U.S.C. § 157(B)(5)**

4. Declaration of Alan Pedlar in Support of Debtor's Opposition to
Emergency Petition of Imperial Tobacco Canada Limited for an
Order of Transfer Pursuant to 28 U.S.C. § 157(B)(5)


James E. O'Neill
James E. O'Neill (Bar No. 4042)

Flintkote District Court Service List
Case No. 06-298-JJF
Doc. # 118154
005 – Hand Delivery
013 – First Class Mail

HAND DELIVERY
*(Co-Counsel for Debtors and Plaintiff,
The Flintkote Company)*

James E. O'Neill
Laura Davis Jones
Pachulski, Stang, Ziehl, Young, Jones
& Weintraub P.C.
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

HAND DELIVERY
(Office of the United States Trustee)

David Klauder, Esquire
Office of the United States Trustee
844 King Street, Lock Box 35, Room 2311
Wilmington, DE 19801

HAND DELIVERY
*(Counsel to the Official Committee of
Asbestos Personal Injury Claimants)*

Maria Eskin, Esquire
Campbell & Levine, LLC
800 King Street, Ste 300
Wilmington, DE 19801

HAND DELIVERY
*(Counsel to the Legal Representative
for Future Claimants)*

Edwin J. Harron
Young Conaway Stargatt & Taylor
1000 West Street, 17th Floor
Wilmington, DE 19801

HAND DELIVERY
*(Counsel for Defendant Imperial
Tobacco Canada Limited)*

Stephen M. Miller
Brett D. Fallon
Carl N. Kunz, III
Morris, James, Hitchens & Williams LLP
222 Delaware Avenue, 10th Floor
Wilmington, DE 19801

FIRST CLASS MAIL
*(Co-Counsel for Defendant Imperial
Tobacco Canada Limited)*

L. Joseph Loveland
James A. Pardo, Jr.
Mark M. Maloney
King & Spalding LLP
1180 Peachtree Street, N.W.
Atlanta, GA 30309

FIRST CLASS MAIL
*(Co-Counsel for Debtors and
Plaintiff, The Flintkote Company)*

Jeffrey E. Bjork, Esquire
Sidley Austin Brown & Wood LLP
555 W. 5th Street, Suite 4000
Los Angeles, California 90013

FIRST CLASS MAIL
*(Counsel to the Official Committee of
Asbestos Personal Injury Claimants)*

Elihu Inselbuch, Esquire
Rita Tobin, Esquire
Caplin & Drysdale, Chartered
375 Park Avenue, 35th Floor
New York, NY 10152-3500

FIRST CLASS MAIL
*(Counsel to the Official Committee of
Asbestos Personal Injury Claimants)*

Philip E. Milch
Campbell & Levine, LLC
1700 Grant Building, 310 Grant Street
Pittsburgh, PA 15219

FIRST CLASS MAIL

*(Counsel to the Legal Representative
for Future Claimants)*

Matthew E. Albers
Vorys, Sater, Seymour & Pease LLP
2100 One Cleveland Ctr.
1375 E. 9th St.
Cleveland, Ohio 44114

FIRST CLASS MAIL

*(Counsel for Plaintiff, The Flintkote
Company)*

Stephen M. Snyder, Esquire
Snyder Miller & Orton LLP
111 Sutter, Ste 1950
San Francisco, CA 94104

FIRST CLASS MAIL

*(Counsel for Plaintiff, The Flintkote
Company)*

Eliot S. Jubelirer
Morgenstein & Jubelirer
One Market
Spear Street Tower, 32nd Floor
San Francisco, CA 94105

FIRST CLASS MAIL

*(Counsel for Plaintiff, The Flintkote
Company)*

Alan Pedlar, Esquire
The Law Office of Alan Pedlar
1112 Via Malibu
Aptos, CA 95083

FIRST CLASS MAIL

*(Counsel for Plaintiff, The Flintkote
Company)*

Kelly C. Wooster, Esquire
112 Rock Creek Court
P.O. Box 62
Copperopolis, CA 95228

FIRST CLASS MAIL

*(Counsel for Plaintiff Marlene Hopkins,
Michelle Hopkins and Michael Hopkins)*

Gilbert L. Purcell, Esquire
Brayton Purcell, LLP
222 Rush Landing Road
Novato, CA 94948

FIRST CLASS MAIL

(Counsel for Sullivan & Cromwell)

Gregory D. Phillips
Rohit K. Single
Brad D. Brian
Munger, Tolles & Olsen LLP
355 South Grand Avenue, 35th Floor
Los Angeles, CA 90071

FIRST CLASS MAIL

(Counsel for Plant Insulation)

Monte S. Travis
Travis & Pon
2001 Fillmore Street
San Francisco, CA 94115

FIRST CLASS MAIL

(Counsel for Uniroyal Holdings, Inc.)

Nancy E. Hudgins
Uniroyal Holdings, Inc.
565 Commercial Street, 4th Floor
San Francisco, CA 94111

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